

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: FIELDWOOD ENERGY III LLC, et. al, Post-Effective Date Debtors.¹ -----	§ § § § § § § §	Chapter 11 Case No. 20-33948(MI) (Jointly Administered) Re. ECF No. 2199
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**QUARTERNORTH ENERGY LLC’S WITNESS AND EXHIBIT LIST
FOR HEARING ON NOVEMBER 30, 2021**

QuarterNorth Energy LLC (“**QuarterNorth**”) files this witness and exhibit list (the “**Witness and Exhibit List**”) for the hearing on the *Emergency Motion of QuarterNorth Energy LLC to Enforce the Confirmation Order and Plan* (ECF No. 2199) (the “**Motion**”), scheduled for **November 30, 2021 at 2:30 p.m. (Prevailing Central Time)** (the “**Hearing**”):

WITNESSES

QuarterNorth may call any of the following witnesses at the Hearing:

1. Nathan Vaughn, Senior Deepwater Land Advisor, QuarterNorth;
2. Any witness called or listed by any other party; and
3. Any rebuttal witnesses.

¹ The Post-Effective Date Debtors, along with the last four digits of each Post-Effective Date Debtor’s federal tax identification number, as applicable, are: Fieldwood Energy III LLC (6778); Fieldwood Energy Offshore LLC (4494); Fieldwood Energy Inc. (4991); GOM Shelf LLC (8107); and FW GOM Pipeline, Inc. (8440). Fieldwood Energy III LLC, Fieldwood Energy Offshore LLC, and Fieldwood Energy Inc. are managed and operated by the Plan Administrator, whose primary mailing address is 16255 Ventura Blvd., Suite 440, Encino, CA, 91436, C/O of Province LLC. GOM Shelf LLC and FW GOM Pipeline, Inc. (collectively, the “**Post-Effective Date FWE I Subsidiaries**”) are managed and operated by Jon Graham, as sole manager of each Post-Effective Date FWE I Subsidiary. The Debtors in the other nine pending chapter 11 cases (which continue to be jointly administered with the cases of the Post-Effective Date Debtors), each of which have either been dissolved or merged into other entities as of the Effective Date, consist of the following: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422).

EXHIBITS

QuarterNorth may offer into evidence any one or more of the following exhibits:

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
1.	<i>Cash Consideration Exchange Agreement in respect of Mississippi Canyon Block 562, dated October 25, 2018 (filed under seal)</i>				
2.	<i>Findings of Fact, Conclusions of Law, and Order (I) Confirming Eighth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors and (II) Granting Related Relief (ECF No. 1751)</i>				
3.	June 24, 2021 Hearing Transcript (ECF No. 1787)				
4.	<i>Modified Eighth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors (ECF No. 2008)</i>				
5.	<i>Schedule of Assumed Contracts (ECF No. 2013, Ex. D)</i>				
6.	<i>Purchase and Sale Agreement Among Fieldwood Energy LLC and its Affiliates Signatory Hereto as Sellers QuarterNorth Energy LLC as Buyer and Mako Buyer 2 LLC as Buyer 2 (ECF No. 2013, Ex. F)</i>				
7.	<i>Notice of (I) Entry of Order Confirming Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors and (II) Occurrence of Effective Date (ECF No. 2016)</i>				
8.	BP Exploration & Production Inc.'s letter, dated October 28, 2021				
9.	<i>Declaration of Nathan Vaughn in Support of the Emergency Motion of QuarterNorth Energy LLC to Enforce the Confirmation Order and Plan (ECF No. 2200)</i>				
10.	Any exhibit designated by any other party				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
11.	Any pleading or other document filed with the Court on the docket of the above-captioned chapter 11 cases				
12.	Any exhibit necessary to rebut the evidence or testimony of any witness offered or designated by any other party				

QuarterNorth reserves the right to amend or supplement the Witness and Exhibit

List at any time prior to the Hearing.

Dated: November 26, 2021
Dallas, Texas

Respectfully submitted,

/s/ Paul R. Genender

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Certificate of Service

I hereby certify that on November 26, 2021, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Paul R. Genender
Paul R. Genender